



ANTHONY J. BARTON  
ASSISTANT VICE PRESIDENT - FINANCE

RECORDATION NO. 25364C FILED

MAY 24 '05

12-57 PM

**SURFACE TRANSPORTATION BOARD**

May 20, 2005

**TTX COMPANY**

101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3824  
FAX (312) 984-3855

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement No. 1 dated  
as of May 9, 2005.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of December 8, 2004, recorded on December 22, 2004, recordation number 25364.

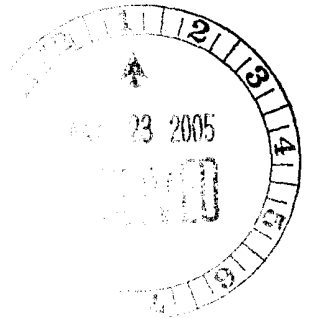
Parties to this transaction are as follows:

Buyer: TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Seller: Gunderson, Inc. (Manufacturer)  
4350 NW Front Avenue  
Portland, OR

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Three-unit articulated double stack wells cars with 53 foot wells	FCA	200	DTTX	733217-733416



Mr. Vernon A. Williams  
Page Two  
May 20, 2005

Enclosed is our check in the amount of \$32.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement Supplement covering 200 three-unit articulated double stack well cars with 53 foot wells; DTTX, numbered 733217-733416."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in cursive script, appearing to read "William J. Barton", with a long horizontal flourish extending to the right.

Enclosures

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## MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 1 dated as of May 9, 2005, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Gunderson, Inc., an Oregon corporation, with an address at 4350 NW Front Avenue, Portland, Oregon 97210 (the "Manufacturer" and, together with the Purchaser, the "Parties").

RECORDATION NO. 25364-C FILED

KNOW ALL PERSONS BY THESE PRESENTS THAT:

MAY 24 '05

12-57 PM

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of December 8, 2004, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on December 22, 2004 at 3:18 PM, recordation number 25364.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 1, dated as of May 9, 2005, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

GUNDERSON, INC.

By: 

President

TTX COMPANY

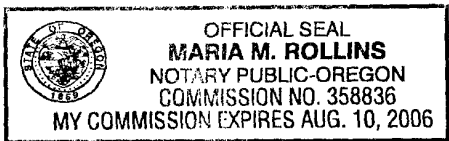
By: 

Senior Vice President and Chief Financial Officer

STATE OF OREGON                     )  
  )SS:  
COUNTY OF MULTNOMAH         )

On this 16<sup>th</sup> day of May, 2005 before me personally appears Thomas J. Sass, to me personally known, who by me duly sworn, says that he is President of Gunderson, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



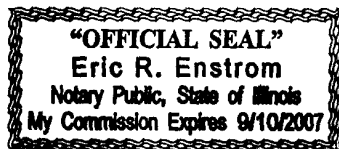
Maria M. Rollins  
Notary Public

My Commission expires:

STATE OF ILLINOIS                 )  
  )SS:  
COUNTY OF COOK                 )

On this 20<sup>th</sup> day of May, 2005, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Senior Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

Eric R. Enstrom  
Notary Public

My Commission expires:

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
SUPPLEMENT NO. 1  
DATED MAY 9, 2005**

**TTX Contract #T-3004-F  
Gunderson Lot # 20470**

**EQUIPMENT**

200 DTTX Cars marked 733217 through 733416 (both inclusive).